

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
STONE & WEBSTER, INCORPORATED	)	
<i>et al.</i> ,	)	Case No. 00-02142 (PJW)
	)	
Debtors,	)	Jointly Administered
_____	)	
	)	
STONE & WEBSTER ENGINEERING	)	
CORPORATION and STONE & WEBSTER,	)	
INCORPORATED, <i>et al.</i> ,	)	
	)	
Plaintiff,	)	
	)	
-against-	)	Adv. Pro. No. 02-3963 (PJW)
	)	
SAUDI ARABIAN OIL COMPANY,	)	
	)	
Defendant.	)	
_____	)	

**DESIGNATION OF THE RECORD AND STATEMENT OF ISSUES  
ON APPEAL BY APPELLANT THE SHAW GROUP INC.**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, The Shaw Group Inc. ("Shaw"), by and through its undersigned counsel, hereby designates the following items for inclusion in the record on appeal and states the issues to be presented on appeal from the Bankruptcy Court's August 31, 2007 Memorandum Opinion and Order denying Shaw's Motion to Intervene.

**I. Designation of Record on Appeal**

Shaw designates the following record items from Bankr. D. Del., Adversary Proceeding No. 02-03963-PJW:

<b>Date</b>	<b>Docket No.</b>	<b>Record Items</b>
05/31/2002	1	Complaint By Stone & Webster Engineering Corporation, Stone & Webster, Incorporated Against Saudi Arabian Oil Company
09/25/2002	4	Motion To Dismiss The Complaint Filed By Saudi Arabian Oil Company
09/25/2002	5	Memorandum Of Law In Support Of Defendant Saudi Arabian Oil Company's Motion To Dismiss The Complaint Filed By Saudi Arabian Oil Company
09/25/2002	6	Affidavit/Declaration Of Service Declaration Of Cyrus Benson III Filed By Saudi Arabian Oil Company
09/25/2002	7	Affidavit/Declaration Of Service Declaration Of Hassan Mahassni Filed By Saudi Arabian Oil Company
09/27/2002	9	Appendix Filed by Saudi Arabian Oil Company
11/07/2002	19	Motion to Intervene and to Join Abdullah Said Bugshan & Brothers as a Defendant Filed by Saudi American Bank
11/07/2002	20	Brief In Support of Its Motion to Intervene and to Join Abdullah Said Bugshan & Brothers as a Defendant Filed by Saudi American Bank
12/09/2002	23	Debtors' Answering Brief In Opposition To Saudi American Bank's Motion To Intervene And To Join Abdullah Said Bugshan & Brothers As A Defendant Filed By Stone & Webster, Incorporated
12/19/2002	24	Reply Brief to Debtors' Answering Brief In Opposition to Saudi merican Bank's Motion to Intervene and to Join Abdullah Said Bugshan & Brothers as a Defendant Filed by Saudi American Bank
06/10/2004	28	Order Referring Adversary Proceeding to Mediation
04/15/2005	31	Status Report E - Adversary Proceeding Settled
04/20/2005	32	Status Report E - Adversary Proceeding Settled
08/24/2005	33	Certification of Counsel Filed by SWINC Plan Administrator

08/26/2005	34	Order Approving Stipulation of Withdrawal
02/14/2006	36	Notice of Agenda of Matters Scheduled for Hearing
02/15/2006	37	Status Report G - Mediation Report Due
02/16/2006	38	Status Conference Held/Court Sign-In Sheet
02/27/2006	39	Notice of Appearance in Adversary Proceeding Filed by Saudi Arabian Oil Company
04/18/2006	41	Objection to Saudi American Bank's Motion to Intervene and to Join Abdulla Said Bugshan & Brothers as a Defendant
04/18/2006	42	Declaration of James E. Houpt in Opposition to Saudi American Bank's Motion to Intervene and to Join Abdulla Said Bugshan & Brothers as a Defendant
04/20/2006	44	Notice of Agenda of Matters Scheduled for Hearing Filed by SWE&C Liquidating Trust Hearing
04/24/2006	46	Reply to the SWE&C Liquidating Trustee's Opposition to Saudi American Bank's Motion to Intervene and to Join Abdullah Said Bugshan & Brothers as a Defendant Filed by Saudi American Bank
04/24/2006	47	Notice of Agenda of Matters Scheduled for Hearing
04/25/2006	48	Hearing Held/Court Sign-In Sheet
05/01/2006	50	Order Denying Motion to Intervene
05/10/2006	52	Notice of Appeal
05/11/2006	54	Transcript of Hearing held on April 25, 2006 at 1:30pm before the Honorable Peter J. Walsh
05/11/2006	55	Notice of Related Cases re: Notice of Appeal Filed by SWE&C Liquidating Trust
05/22/2006	56	Appellant Designation of Contents For Inclusion in Record On Appeal and Statement of Issues on Appeal Filed by Saudi American Bank
05/31/2006	57	Appellee Designation of Contents for Inclusion in Record of Appeal Statement of Issues Presented for Review and

		Designation of Additional Items to be Included in Record Filed by SWE&C Liquidating Trust
05/01/2007	60	Status Report for Adversary Proceeding No. 02-3963 Filed by SWE&C Liquidating Trust
06/29/2007	61	Motion to Intervene Filed by Shaw Group Inc.
07/18/2007	62	Objection to Motion to Intervene by The Shaw Group, Inc. Filed by SWE&C Liquidating Trust
07/18/2007	63	Motion to File Under Seal Settlement Stipulation for Citation by the SWE&C Liquidating Trust in Opposition to the Motion to Intervene by The Shaw Group, Inc. Filed by SWE&C Liquidating Trust
07/27/2007	65	Order Granting Motion for Leave to File Settlement Stipulation Under Seal
07/30/2007	67	Court's Letter (Amended) To Counsel Dated July 30, 2007 With Respect To The Shaw Group Inc's Motion To Intervene
07/30/2007	68	Reply in Further Support of The Shaw Group Inc.'s Motion to Intervene Filed by Shaw Group Inc.
07/31/2007	69	(DOCUMENT FILED UNDER SEAL) Settlement Stipulation Under Seal for Citation by the SWE&C Liquidating Trust in Opposition to the Motion to Intervene by the Shaw Group, Inc.
07/31/2007	71	Request for Oral Argument Filed by Shaw Group Inc.
08/03/2007	72	Letter to Honorable Peter J. Walsh Providing Supplemental Information Regarding Settlement Stipulation
08/08/2007	73	Letter to the Honorable Peter J. Walsh Responding to the Trust's Letter Providing Supplemental Information Regarding Settlement Stipulation Filed by Shaw Group Inc.
08/09/2007	75	Notice of Agenda of Matters Scheduled for Hearing Filed by SWE&C Liquidating Trust
08/13/2007	78	Minutes of Hearing held on: 08/13/2007 Subject: Omnibus and Oral argument
08/31/2007	79	Memorandum Opinion Dated August 31, 2007 With Respect

		To The Motion Of The Shaw Group Inc. To Intervene
08/31/2007	80	Order Denying The Shaw Group Inc.'s Motion To Intervene
09/07/2007	81	Notice of Appeal
09/07/2007	82	Receipt of filing fee for Notice of Appeal

Shaw designates the following record items from Bankr. D. Del., Adversary Proceeding No. 01-07766:

<b>Date</b>	<b>Docket No.</b>	<b>Record Items</b>
10/18/2001	1	Complaint by Saudi American Bank against The Shaw Group, Inc. and SWINC Acquisition Three, Inc., and Stone & Webster Engineering Corporation, et al.
01/02/2002	5	Answer to Complaint Answer and Affirmative Defenses Filed by The Shaw Group, Inc.
01/02/2002	6	Debtors' Answer, Affirmative Defenses, and Counterclaims
01/14/2002	11	Debtors' Motion for Summary Judgment Filed by Stone & Webster, Incorporated, et al.
01/18/2002	12	The Shaw Group Inc.'s Response to Saudi American Bank's Motion for Leave to File an Amended Complaint and for Consolidation or Dismissal Filed by The Shaw Group, Inc.
01/22/2002	13	Plaintiff Saudi American Bank's Opposition to Debtors' Motion for Summary Judgment and Reply to Debtors' Opposition to Plaintiff's Motion for Consolidation or Dismissal Filed by Saudi American Bank
01/22/2002	14	Debtors' Opposition to Motion for Leave to File Amended Complaint Filed by Stone & Webster, Incorporated, et al.
01/24/2002	15	Response to Motion of the Shaw Group Inc.'s. Response to Saudi American Bank's Motion for Leave to File and Amended Complaint and for Consolidation or Dismissal Filed by Saudi American Bank

01/28/2002	16	Answer of Plaintiff Saudi American Bank to Debtors' Counterclaims. Filed by Saudi American Bank
08/13/2002	29	Motion For Summary Judgment Filed by The Shaw Group, Inc.
08/13/2002	30	The Shaw Group Inc.'s Opening Brief in Support of its Motion for Summary Judgment Filed by The Shaw Group, Inc.
08/13/2002	31	Appendix Filed by The Shaw Group, Inc.
09/03/2002	34	Answering Brief in Opposition to Debtors' Motion for Partial Summary Judgment Filed by Saudi American Bank
09/03/2002	35	Declaration of Haider Al-Shakhes in Support of Answering Brief in Opposition to Debtors' Motion for Partial Summary Judgment Filed by Saudi American Bank
09/03/2002	36	Declaration of Bhupendra Bharakda in Support of Answering Brief in Opposition to Debtors' Motion for Partial Summary Judgment Filed by Saudi American Bank
09/03/2002	37	Motion to Strike the Verification of James P. Carroll of Debtors' Verified Opening Brief in Support of Debtors' Motion for Partial Summary Judgment Filed by Saudi American Bank
09/24/2002	41	Reply (I) to Debtors' Answering Brief in Opposition to Saudi American Bank's Motion to Strike Verification of James P. Carroll and (II) Answering Brief in Opposition to Debtors' Motion to Strike Declarations of Haider Al-Shakhes and Bhupendra Bharakda Filed by The Shaw Group, Inc.
10/01/2002	43	Motion for Leave to File Sur-Reply Brief in Opposition to Debtors' Motion for Partial Summary Judgment Filed by The Shaw Group, Inc.
10/18/2002	47	Motion for Summary Judgment of Saudi American Bank against the Shaw Group, Inc. and SWINC Acquisition Three, Inc. Filed by Saudi American Bank
10/18/2002	48	Motion to Strike the Declaration of James P. Carroll in Support of Shaw's Motion for Summary Judgment Filed by Saudi American Bank
10/18/2002	49	Appendix Filed by Saudi American Bank

10/18/2002	50	Appendix Filed by Saudi American Bank
10/18/2002	51	Opening Brief in Support of Its Cross-Motion for Summary Judgment and Answering Brief in Opposition to the Shaw Group's Motion for Summary Judgment Filed by Saudi American Bank
12/09/2002	57	The Shaw Group's Reply to SAMBA's Motion for Summary Judgment Filed by The Shaw Group, Inc.
12/09/2002	58	Response to Motion of Saudi American Bank to Strike Declaration of James P. Carroll Filed by The Shaw Group, Inc.
12/23/2002	59	Plaintiff Saudi American Bank's Reply Brief in Response to The Shaw Group, Inc.'s Reply to SAMBA'S Cross-Motion for Summary Judgment and in Further Support of SAMBA'S Cross-Motion for Summary Judgment Filed by Saudi American Bank
06/01/2004	75	Motion to Withdraw the Reference Filed by The Shaw Group, Inc.
06/01/2004	77	Motion to Approve Determination that Proceeding is Non-Core Filed by The Shaw Group, Inc.
06/03/2004	79	Motion to Approve (SIGNED COPY) Motion for Determination that Proceeding is Non-Core Filed by The Shaw Group, Inc.
06/30/2004	80	Limited Response to The Shaw Group, Inc.'s Motion For Determination That Proceeding Is Non-Core Filed by Saudi American Bank
06/30/2004	81	Plaintiff Saudi American Bank's Answering Brief To The Shaw Group, Inc.'s Motion For Withdrawal Of Reference Filed by Saudi American Bank
07/13/2004	87	Order Granting Motion of the Shaw Group, Inc. for a Determination that this Action is Non-Core
09/13/2004	88	Order Withdrawing Reference of Proceedings Against the Shaw Group, Inc.

Shaw designates the following record items from D. Del., Civil Action No. 04-00834-SLR:

<b>Date</b>	<b>Docket No.</b>	<b>Record Item</b>
07/08/2004	1	Motion by Shaw Group Inc. to Withdraw the Reference
10/14/2004	8	Order scheduling Hearing on pending motions for summary judgment on 11/4/04 at 1:00 p.m.
11/12/2004	10	Transcript of 11/4/04 oral argument
05/04/2005	11	Memorandum Opinion
05/04/2005	12	Order Denying Defendants' Motion For Summary Judgment And Granting Plaintiff's Motion For Summary Judgment
05/05/2005	13	Judgment In Favor Of Saudi American Bank And Against Shaw Group, SWINC Acquisition Three In The Amount Of \$6,728,549.00
05/18/2005	14	Motion For Attorney Fees and Assessment of Damages Filed by Saudi American Bank
05/18/2005	15	Declaration of Arif Usmani in Support of Plaintiff's motion for Assessment of Damages by Saudi American Bank
05/18/2005	16, 17	Affidavit of Daniel E. Rosenfeld in Support of Plaintiff's motion for Assessment of Damages filed by Saudi American Bank
05/18/2005	18	Affidavit of John C. Hutchins Re Motion For Attorney Fees and Assessment Of Damages Filed By Saudi American Bank
05/18/2005	19	Affidavit of Kevin J. Mangan Re Motion For Attorney Fees and Assessment of Damages Filed by Saudi American Bank
05/18/2005	20	Appendix to Opening Brief In Support Of Saudi American Bank's Motion For Assessment Of Damages By Saudi American Bank
05/18/2005	21	Opening Brief In Support of Motion For Attorney and Assessment of Damages Filed by Saudi American Bank
05/26/2005	24	Notice of Appeal filed by Shaw Group Inc.
06/01/2005	26	Response To Motion For Attorney Fees and Assessment of Damages Filed by Shaw Group Inc.
06/08/2005	29	Reply Brief Re Motion for Attorney Fees and Assessment of Damages filed by Saudi American Bank

06/08/2005	30	Appendix for Reply Brief by Saudi American Bank
06/08/2005	31	Declaration of Mohammed Saleh Mohammed Al-Motlaq by Saudi American Bank
03/27/2006	32	USCA Order Terminating Appeal as to Notice of Appeal
11/08/2006	39	Amended Memorandum Opinion
11/08/2006	40	Amended Order
11/20/2006	42	Affidavit of John C. Hutchins filed by Saudi American Bank
11/20/2006	43	Affidavit of Kevin J. Mangan filed by Saudi American Bank
11/21/2006	45	Exhibit A to the Affidavit of Kevin J. Mangan in Support of Samba's Itemization of Attorneys' Fees and Costs by Saudi American Bank
11/21/2006	46	Amended Affidavit of Amy B. Abbott filed by Saudi American Bank
11/21/2006	47	Continuation of Exhibit "A" to Amy B. Abbott's Revised Affidavit by Saudi American Bank
11/21/2006	48	Continuation of Exhibit "A" to the Revised Affidavit of Amy B. Abbott by Saudi American Bank
11/21/2006	49	Continuation of Exhibit "A" to the Revised Affidavit of Amy B. Abbott by Saudi American Bank
11/21/2006	50	Exhibits "B", "C" and "D" to the Revised Affidavit of Amy B. Abbott by Saudi American Bank.
11/21/2006	51	Saudi American Bank's Revised Itemization of Attorneys' Fees and Costs by Saudi American Bank.
12/07/2006	52	Answering Brief in Opposition to Plaintiff's Revised Itemization of Attorneys' Fees and Costs filed by Shaw Group Inc.
12/18/2006	54	Reply Brief To The Response Of The Shaw Group Inc. In Opposition To Plaintiff's Revised Itemization Of Attorneys' Fees And Costs Filed By Saudi American Bank
02/13/2007	55	Memorandum Opinion
02/13/2007	56	Order
03/14/2007	57	Notice Of Appeal Filed By Shaw Group Inc.
03/19/2007	59	USCA Order Reopening Appeal
03/29/2007	61	Motion For Supersedeas Bond - Filed By Shaw Group Inc.

04/04/2007	62	Order Staying Case, Granting Motion For Supersedeas Bond Filed By Shaw Group Inc.
04/10/2007	63	Order Granting Motion For Supersedeas Bond Filed By Shaw Group Inc. Supersedeas Bond No. 29-55-78 In The Sum Of \$11,385,000.00

Finally, Shaw designates the following record items from Bankr. D. Del, Case No. 00-2142-PJW:

Date	Docket No.	Record Item
07/14/2000	340	REVISED Order (a) Approving Asset Purchase Agreement; (b) Authorizing (i) Sale Of Substantially All of Debtors Assets Free and clear of Liens, Claims, Interests and Encumbrances, (ii) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (iii) Assumption Certain Liabilities
07/21/2000	382	Asset Purchase Agreement By And Among Stone & Webster, Inc. Certain Subsidiaries of Stone & Webster Inc. and The Shaw Group Inc. Dated as of July 14, 2000
05/23/2003	4240	Debtors' Motion for Order Under Fed. R. Bankr. P. 9019 Approving Settlement with Saudi American Bank filed by Stone & Webster, Inc.
05/23/2003	4251	Limited Response to Debtors' Motion for Order under Fed. R. Bankr. P. 9019 Approving Settlement with Saudi American Bank Filed by The Shaw Group Inc.
01/16/2004	4879	Order Confirming Third Amended Joint Plan of Reorganization

## II. Statement of Issues on Appeal

- Whether the Bankruptcy Court erred in ruling that Shaw is not entitled to intervene as of right pursuant to Rule 24(a)(1) of the Federal Rules of Civil Procedure.
- Whether the Bankruptcy Court erred in ruling that Shaw lacks standing to intervene in this proceeding.

3. Whether the Bankruptcy Court erred in ruling that Shaw is not entitled to intervene as of right pursuant to Rule 24(a)(2) of the Federal Rules of Civil Procedure.

4. Whether the Bankruptcy Court abused its discretion in ruling that Shaw is not entitled to intervene permissively pursuant to Rule 24(b) of the Federal Rules of Civil Procedure.

5. Whether the Bankruptcy Court erred in ruling that Shaw does not have a sufficient interest in the underlying litigation to be permitted to intervene.

6. Whether the Bankruptcy Court erred in ruling that there is no threat that Shaw's interest will be impaired or affected by the disposition of the underlying litigation if Shaw is not permitted to intervene.

7. Whether the Bankruptcy Court erred in ruling that Shaw was obligated to prove that the Assignment of Contract Proceeds and the Specific Payment Instruction Letter created a perfected security interest in the proceeds from the In-Kingdom Contract.

8. Whether the Bankruptcy Court erred in ruling that the District Court's opinion, which held that Shaw assumed the Guaranty and Payment Letter, did not give Shaw rights under the Asset Purchase Agreement to proceeds from the In-Kingdom Contract.

9. Whether the Bankruptcy Court erred in ruling that the Trust will not be unjustly enriched if Shaw is not permitted to intervene.

10. Whether the Bankruptcy Court erred in ruling that the November 30, 2004 Settlement Stipulation prevents Shaw from intervening in this action.

11. Whether the Bankruptcy Court erred in ruling that the November 30, 2004 Settlement Stipulation prevents Shaw from bringing an action against the Trust that is related Saudi American Bank's claim.

ASHBY & GEDDES

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Dated: September 17, 2007  
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